

1 DAVID M. HOWARD, admitted *pro hac vice*
 2 GIDON M. CAINE, State Bar No. 188110
 3 JILL F. KOPEIKIN, State Bar No. 160972
 4 JEFFREY M. RATINOFF, State Bar No. 197241
 5 ADAM J. GILL, State Bar No. 226444
 6 DECHERT LLP
 7 975 Page Mill Road
 8 Palo Alto, California 94304-1013
 9 Telephone: (650) 813-4800
 10 Facsimile: (650) 813-4848

11 Attorneys for Defendant
 12 FREMONT MUTUAL FUNDS, INC.

13 UNITED STATES DISTRICT COURT
 14 NORTHERN DISTRICT OF CALIFORNIA
 15 SAN JOSE DIVISION

16 GARY DAVIS, Individually and On Behalf of All
 17 Others Similarly Situated,

18 Plaintiff,

19 -against-

20 FREMONT INVESTMENT ADVISORS, INC.,
 21 FREMONT MUTUAL FUNDS, INC.,
 22 ARMSTRONG SHAW ASSOCIATES, INC.,
 23 DELAWARE INTERNATIONAL ADVISERS
 24 LTD., JARISLOWSKY FRASER LIMITED;
 25 KERN CAPITAL MANAGEMENT LLC,
 26 NORTHSTAR CAPITAL MANAGEMENT,
 27 INC., TIMESSQUARE CAPITAL
 28 MANAGEMENT, INC., LEND LEASE ROSEN
 REAL ESTATE SECURITIES LLC, QUASAR
 DISTRIBUTORS, LLC; FREMONT GLOBAL
 FUND, FREMONT INTERNATIONAL
 GROWTH FUND, FREMONT LARGE CAP
 VALUE FUND (FORMERLY FREMONT NEW
 ERA VALUE FUND), FREMONT LARGE CAP
 GROWTH FUND (FORMERLY, FREMONT
 NEW ERA GROWTH FUND), FREMONT
 STRUCTURED CORE FUND (FORMERLY
 FREMONT GROWTH FUND), FREMONT U.S.
 SMALL CAP FUND, FREMONT U.S. MICRO-
 CAP FUND, FREMONT REAL ESTATE
 SECURITIES FUND, FREMONT

[continued on subsequent page]

No. C 04 1016 JW

**DEFENDANT FREMONT MUTUAL
 FUNDS, INC.'S CERTIFICATION OF
 INTERESTED ENTITIES OR
 PERSONS PURSUANT TO L.R. 3-16**

BOND FUND, FREMONT CALIFORNIA
INTERMEDIATE TAX-FREE FUND,
FREMONT MONEY MARKET FUND, and
DOES 1 – 100,

Defendants

Pursuant to Civil Local Rule 3-16, the undersigned certifies that the following listed persons, associations of persons, firms, partnerships, corporations (including parent corporations), or other entities (i) have a financial interest in the subject matter in controversy or in a party to the proceeding, or (ii) have a non-financial interest in that subject matter or in a party that could be substantially affected by the outcome of this proceeding.

NAME

CONNECTION / INTEREST

Richard E. Holmes

Director of Fremont Mutual Funds, Inc.

Kimun Lee

Director of Fremont Mutual Funds, Inc.

Christine D. Timmerman

Director of Fremont Mutual Funds, Inc.

David L. Redo

Director of Fremont Mutual Funds, Inc.

Deborah L. Duncan

Director of Fremont Mutual Funds, Inc.

Donald C. Luchessa

Former director of Fremont Mutual Funds, Inc.

Michael H. Kosich

Former director of Fremont Mutual Funds, Inc.

Peter F. Landini

Former director of Fremont Mutual Funds, Inc.

Nancy Tengler

Former director of Fremont Mutual Funds, Inc.

DATED: May 7, 2004

DECHERT LLP

By: /s/ Gidon M. Caine

GIDON M. CAINE

JILL F. KOPEIKIN

JEFFREY M. RATINOFF

ADAM J. GILL

Telephone: (650) 813-4800

Facsimile: (650) 813-4848

gidon.caine@dechert.com

jill.kopeikin@dechert.com

DEFENDANT FREMONT MUTUAL FUNDS' CERTIFICATE OF INTERESTED PARTIES PURSUANT TO LOCAL RULE 3-16;
CASE NO. C 04 1016 JW

jeffrey.ratinoff@dechert.com
adam.gill@dechert.com

DECHERT LLP
975 Page Mill Road
Palo Alto, California 94304
Attorneys for Defendant Fremont Mutual
Funds, Inc.

and

DAVID M. HOWARD
DECHERT LLP
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, Pennsylvania 19103-2793
Telephone: (215) 994-4000
Facsimile: (215) 994-2222
david.howard@dechert.com

Attorneys for Defendant

FREMONT MUTUAL FUNDS, INC.,
whose stock is denominated in various
series, including FREMONT GLOBAL
FUND, FREMONT INTERNATIONAL
GROWTH FUND, FREMONT LARGE
CAP VALUE FUND (FORMERLY
FREMONT NEW ERA VALUE FUND),
FREMONT LARGE CAP GROWTH
FUND (FORMERLY FREMONT NEW
ERA GROWTH FUND), FREMONT
STRUCTURED CORE FUND
(FORMERLY FREMONT GROWTH
FUND), FREMONT U.S. SMALL CAP
FUND, FREMONT U.S. MICRO-CAP
FUND, FREMONT REAL ESTATE
SECURITIES FUND, FREMONT BOND
FUND, FREMONT CALIFORNIA
INTERMEDIATE TAX-FREE
FUND, and FREMONT MONEY
MARKET FUND